



Report to the Auburn City Council

Action Item

10

Agenda Item No.

City Manager's Approval

To: Mayor and City Council
From: Robert Richardson, City Manager
Date: March 12, 2012
Subject: Discussion of Current Old Town Business Association Status

The Issue

Mayor Nesbitt and Councilman Kirby have requested the opportunity to discuss the current status of the Old Town Business District.

Conclusion and Recommendation

Discuss and provide direction to staff.

Background

The OTBA, which was structured in its current format in 2002, is technically a Parking and Business Improvement Area under the 1989, Cal. Streets and Highways Code 36500 *et. seq.* Generally, these Districts are formed through the desire of the local businesses to have means to enhance and strengthen their business areas, and have the ability to collect fees from all the business to support the efforts.

The City bills and collects the BID fees in tandem with the City's business license as spelled out by City ordinance, and then transfers the funds to the OTBA. The City does not charge for these support services.

Staff has been informed by the OTBA President that revised by-laws will be released soon by the Board and that they are in the process of considering a new fee structure for the BID. However, no documents were available for inclusion at this time.

Fiscal Impact

No Impact.

Attachments

- A 2002 BID Establishment Documents
- B 2008 Documents Increasing Fees
- C City Ordinance
- D Current OTBA By-Laws

ATTACHMENT A

RESOLUTION NO. 02-50

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF AUBURN OF ITS
INTENTION TO ESTABLISH A PARKING AND BUSINESS IMPROVEMENT
AREA FOR OLD TOWN AUBURN PURSUANT TO CALIFORNIA STREET
AND HIGHWAYS CODE SECTIONS 36520-36529**

WHEREAS, Sections 36520-36529 of the California Streets and Highways Code provides for the establishment of Parking and Business Areas; and

WHEREAS, the City Council proposes to establish the Old Town Auburn Parking and Business Improvement Area (the "Area") as provided under Sections 36520-36529 of the California Streets and Highways Code; and

WHEREAS, the boundaries of the proposed Old Town Auburn Parking and Business Improvement Area is shown on the map and described in the boundary description attached to this resolution as Exhibit A; and

WHEREAS, the improvements and activities proposed to be funded by a levy of assessments on businesses in the Area are described in Exhibit B attached to this resolution; and

WHEREAS, except where funds are otherwise available, and assessment will be levied annually to pay for all improvements and activities within the Area; and

WHEREAS, the method and basis of levying the assessments is set forth in Exhibit B attached to this resolution; and

NOW, THEREFORE BE IT RESOLVED, by the Council for the City of Auburn as follows:

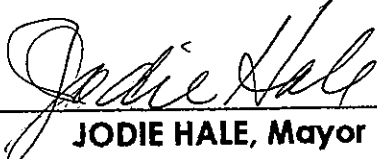
- 1. A public hearing shall be held at 6:00 p.m. on May 20, 2002 at City Hall, Council Chambers, 1225 Lincoln Way, Auburn, CA. to consider the levy of the proposed assessments and the establishment of benefit zones.**
- 2. At the public hearing, the City Council shall hear the testimony of all interested persons for or against the establishment of the Area, the extent of the Area, or the furnishing of specified types of**

improvements and consider all protests as provided in Streets and Highways Code, Sections 36524 and 36525

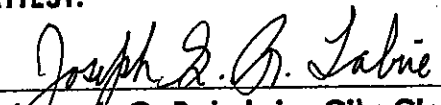
3. The City Clerk is directed to: (1) give notice of public hearing by causing this Resolution of Intention to be published once in a newspaper of general circulation not less than seven (7) days before the public hearing, and (2) to mail by first class mail a complete copy of this Resolution of Intention to each business owner in the Area within seven (7) days of the Council's adoption of this Resolution of Intention.

ADOPTED as a Resolution of the City Council for the City of Auburn at a meeting there held on the 13th day of May 2002.

DATED: May 13, 2002.


JODIE HALE, Mayor

ATTEST:


Joseph G. R. Labrie, City Clerk

I, Joseph G. R. Labrie, City Clerk of the City of Auburn, hereby certify that the foregoing resolution was duly passed at a regular meeting of the City Council of the City of Auburn held on the 13th day of May 2002 by the following vote on roll call:

Ayes: Hale, Maki, Sands, Dowdin Singh, Taylor
Noes: None
Absent: None

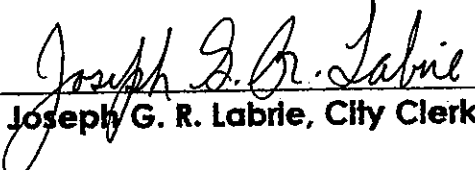

Joseph G. R. Labrie, City Clerk

EXHIBIT A
(Page 1 of 2)

**Old Town Auburn Business Improvement Area
Boundary Map**

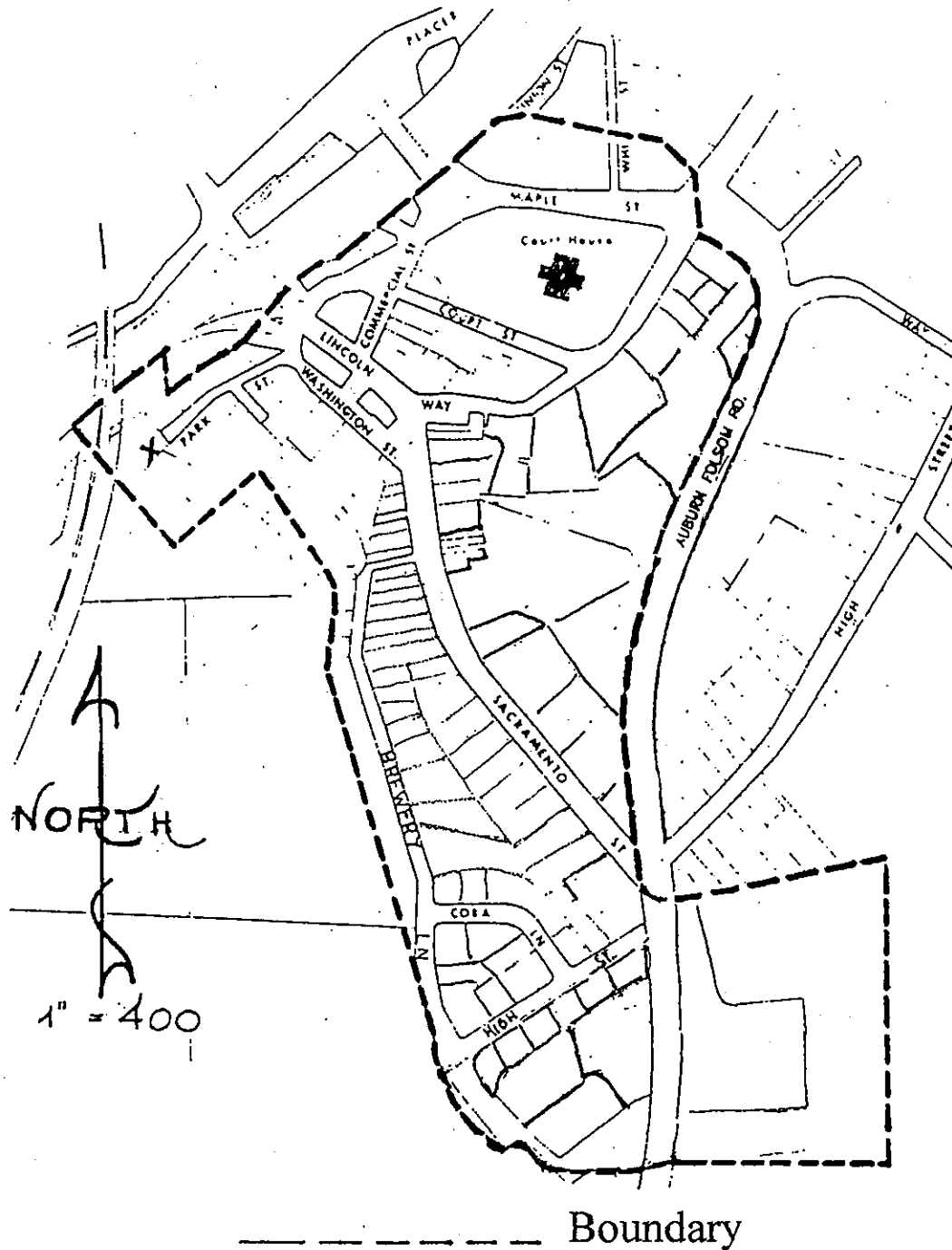


EXHIBIT B

Old Town Auburn Business Association

Basis of Assessment

The two categories of Business Improvement District (BID) assessment will be; one based on sales volume for retail operations, and one based on the number of owners, partners, and/or principals doing business as part of the same office for service and professional operations.

For retail operations, the assessment will be a minimum of \$100 yearly with a maximum being \$300, in increments of \$2 per \$1,000 in sales.

EXAMPLES:

A retail operation with annual sales up to \$50,000 will be assessed \$100

A retail operation with annual sales of \$75,000 will be assessed \$150

A retail operation with annual sales of \$100,000 will be assessed \$200 and

A retail operation with annual sales \$150,000 or more will be assessed \$300.

For Professional office and service business, the assessment will be \$125 for a one-owner/principal office or business and \$250 for multiple owners/principles doing business as part of the same office or service

EXHIBIT B

(Page 2 of 2)

Activities and Improvements

The assessments will be used to operate at the Old Town Auburn Business Association plan of work. The majority of work will be dedicated to streetscape maintenance, promotion of public events, advertising and participation with the City in establishing and maintaining public restrooms.

Streetscape to include maintaining flower barrels and planters with twice yearly overall plantings. Weatherproofing street benches with varnish/sealer, cleaning wishing well trash receptacles and maintaining the outline lights on Old Town buildings. Public Events to include Fall and Spring Antiques & Collectibles Street Fair, Country Christmas, Chinese New Year, Cinco de Mayo and 4th of July Children's Games. The OTBA will continue to lease the two billboards on I-80, publish the walking tour map and the shopping guide, and develop advertising programs to enhance business.

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF AUBURN TO
ESTABLISH THE PARKING AND BUSINESS IMPROVEMENT AREA OF OLD
TOWN AUBURN AND TO LEVY ASSESSMENTS**

WHEREAS, On June 10, 2002, the City Council of the City of Auburn adopted Resolution No. 02-73 setting forth its intention to establish a Parking and Business Improvement Area for Old Town Auburn and setting a public hearing date of July 8, 2002 to consider the levy of assessments and the establishment of benefit zones; and

NOW, THEREFORE BE IT RESOLVED, by the Council of the City of Auburn as follows:

- 1. That the Council hereby establishes the Parking and Business Improvement Area for Old Town Auburn as described on Exhibit "A" attached hereto and made a part hereof.**
- 2. The City Council of the City of Auburn hereby levies assessments within said parking and business improvement area for Fiscal Year 2002-2003 as set forth in Exhibit "B" attached hereto and made a part hereof.**
- 3. The assessments will be used to fund the proposed improvements and activities as specifically set forth in a report on file in the office of the City Clerk, said report being titled Old Town Business Improvement Board Advisory Report, May 13, 2002.**
- 4. Said assessments and the collection thereof shall be contingent upon the adoption of an ordinance by the Council no later than July 8, 2002 in compliance with Sections 36520-36529 of the California Streets and Highways Code, said Ordinance having been introduced on May 20, 2002, following a public hearing.**

**ADOPTED AS A Resolution of the City Council of the City of Auburn
at a meeting thereof held on the 8th of July, 2002.**

DATED: July 8, 2002


JODIE HALE, Mayor

ATTEST:

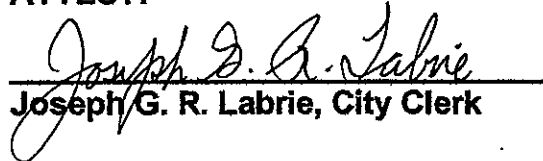

Joseph G. R. Labrie, City Clerk

EXHIBIT A

OLD TOWN BUSINESS ASSOC.

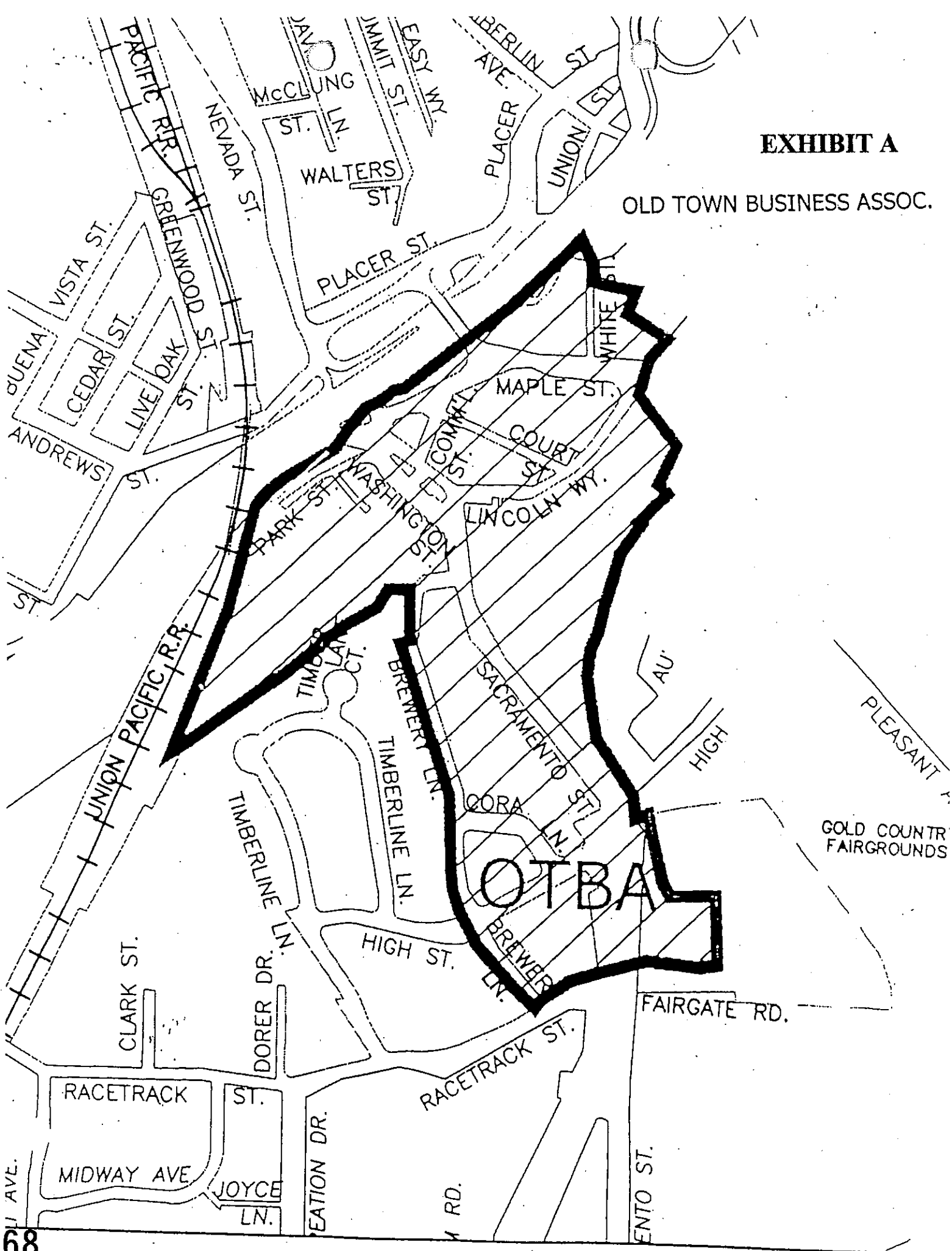


EXHIBIT A (Page 2 of 2)

DESCRIPTION OF OLD TOWN AUBURN BUSINESS IMPROVEMENT AREA

Beginning at the intersection of the Easterly Right-of Way for Union Pacific Rail Road tracks and the most Southerly Property Line of the Hill Property (AKA APN # 004-020-011) (the point of beginning); thence Northeasterly along the Easterly Right-of-Way for the Union Pacific Railroad Tracks to the Easterly Right-of-Way for Interstate-80; thence Northeasterly along the Easterly Right-of-Way for Interstate-80 to the East Right-of-Way for White Street; thence South along the East Right-of-Way for White Street to the most Northerly corner of the parcel at 110 Maple Street (AKA APN # 002-171-021; thence along the Northerly and Easterly property lines of 110 Maple Street to the Northerly Right-of-Way for Lincoln Way; Thence Southwesterly along the Northerly Right-of-Way for Lincoln Way to the North Right-of-Way for Maple Street; thence across the Maple Street/Lincoln Way/Auburn Folsom Road Intersection to the most Northerly corner of the parcel at 1409 Lincoln Way (AKA APN # 002-230-034), which is also the intersection of the Southerly Right-of-way for Lincoln Way and the Westerly Right-of-Way for Auburn Folsom Road; thence Southerly along the Westerly Right-of-Way for Auburn Folsom Road to the intersection with the Easterly Right-of-Way for Sacramento Street; thence across the Sacramento Street/High Street/Auburn Folsom Road intersection to the Westerly corner of APN # 004-120-016, which is also the intersection of the Southerly Right-of-Way for High Street and the Easterly Right-of-Way for Auburn Folsom Road; thence Southerly along the Easterly Right-of-Way for Auburn Folsom Road to the most Westerly corner of the parcel at 277 Auburn Folsom Road owned by the County of Placer and also known as the Barnhard Museum (AKA APN # 004-120-013); thence along the Northerly, Easterly and Southerly property lines of 277 Auburn Folsom Road to the Easterly Right-of-Way for Auburn Folsom Road, which is also on the intersection with the Northerly Right-of-way with Fair Gate; thence across Auburn Folsom Road to the most Easterly corner of the parcel at 154 Racetrack Street (AKA APN # 004-113-023), which is also the intersection of the Westerly Right-of-Way for Auburn Folsom Road and the Northerly Right-of-Way for Racetrack Street; thence along the Northerly Right-of-Way for Racetrack Street to its intersection with the Westerly Right-of-Way for Brewery Lane; thence northerly along the Westerly Right-of-Way for Brewery Lane to the most Northerly corner of APN # 004-031-001; thence west along the north property line of APN # 004-031-001 to the most Westerly corner of APN # 004-031-001, which is also on the Easterly property line for the parcel at 297 Timber Lane Court (AKA APN# 004-031-016) thence North along the Easterly property line for 297 Timber Lane Court to its most Northerly corner, which is also on the Southerly property line of APN # 004-011-045; thence Southwesterly along the Southerly property line of APN # 004-011-045, the Southeasterly property line of APN # 004-011-049, the Southerly property line of APN # 004-031-006 and the Southerly property line of the Hill Property (AKA APN # 004-020-011) to the point of beginning.

EXHIBIT B

Old Town Auburn Business Association

Basis of Assessment

The two categories of Business Improvement District (BID) assessment will be; one based on sales volume for retail operations, and one based on the number of owners, partners, and/or principals doing business as part of the same office for service and professional operations.

For retail operations, the assessment will be a minimum of \$100 yearly with a maximum being \$300, in increments of \$2 per \$1,000 in sales.

EXAMPLES:

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EXHIBIT B

(Page 2 of 2)

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The assessments will be used to operate at the Old Town Auburn Business Association plan of work. The majority of work will be dedicated to streetscape maintenance, promotion of public events, advertising and participation with the City in establishing and maintaining public restrooms.

Streetscape to include maintaining flower barrels and planters with twice yearly overall plantings. Weatherproofing street benches with varnish/sealer, cleaning wishing well trash receptacles and maintaining the outline lights on Old Town buildings. Public Events to include Fall and Spring Antiques & Collectibles Street Fair, Country Christmas, Chinese New Year, Cinco de Mayo and 4th of July Children's Games. The OTBA will continue to lease the two billboards on I-80, publish the walking tour map and the shopping guide, and develop advertising programs to enhance business.

**Old Town Business Improvement District
Advisory Board Report**

To: City of Auburn
From: Business Development Coordinator
Re: Annual Review of the Old Town Auburn
Business Improvement District – Fiscal Year 2002/2003
Date: May 13, 2002

1. **Name:** Old Town Auburn Business Association – City of Auburn
2. **Fiscal Year:** July 1, 2002 to June 30, 2003
3. **Boundary/Zone Changes (FY'02):**

(See Map Exhibit A)

The Old Town BID begins at and includes the Hill property at the end of Park Street, and continues down Park Street to Maple Street and up to Auburn Folsom Road. The boundary continues on Auburn Folsom Road to Race Track Street, turns right on Race Track to Brewery Lane, turns right on Brewery Lane, and continues down Brewery Lane to its end, where the boundary line then extends across and encompasses the Hill property and the end of Park Street. These described boundaries are shown in attachment A. Qualifying businesses located on either side of a boundary street are considered part of the Old Town BID.

4. **Proposed Improvements and Activities (FY'02):**
(See Annual Budget on Exhibit B)
5. **Estimated Cost of Improvement and Activities (FY'02):**
(See Annual Budget on Exhibit C) (Expenses)
6. **Estimated Revenues (FY'02):**
(See Annual Budget on Exhibit C) (Income)
7. **Basis of Assessment (FY'02) and Signatures of Support (51% of Budget):**
(See annual charges on Exhibit D)
8. **Amount of surplus/Deficit Revenues to Be Carried over from FY'01:**
\$340.00

RESOLUTION NO. 02-73

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF AUBURN OF ITS
INTENTION TO ESTABLISH A PARKING AND BUSINESS IMPROVEMENT
AREA FOR OLD TOWN AUBURN AND TO LEVY AN ANNUAL ASSESSMENT
PURSUANT TO CALIFORNIA STREET AND HIGHWAYS CODE SECTIONS
36520-36529**

WHEREAS, Sections 36520-36529 of the California Streets and Highways Code provides for the establishment of Parking and Business Areas; and

WHEREAS, the City Council proposes to establish the Old Town Auburn Parking and Business Improvement Area (the "Area") as provided under Sections 36520-36529 of the California Streets and Highways Code; and

WHEREAS, the boundaries of the proposed Old Town Auburn Parking and Business Improvement Area is shown on the map and described in the boundary description attached to this resolution as Exhibit A; and

WHEREAS, the improvements and activities proposed to be funded by a levy of assessments on businesses in the Area are described in Exhibit B attached to this resolution and are set forth in more detail in an annual report on file in the Office of the City Clerk, 1225 Lincoln Way, Auburn, CA; and

WHEREAS, except where funds are otherwise available, and assessments will be levied and collected annually and for Fiscal Year 2002-2003 to pay for all improvements and activities within the Area; and

WHEREAS, the method and basis of levying the assessments is set forth in Exhibit B attached to this resolution; and

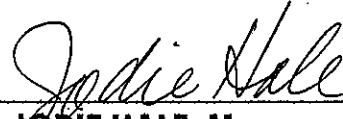
NOW, THEREFOR BE IT RESOLVED, by the Council for the City of Auburn as follows:

- 1. A public hearing shall be held at 6:00 p.m. on July 8, 2002 at City Hall, Council Chambers, 1225 Lincoln Way, Auburn, CA. to consider the establishment of the Parking and Business Improvement Area for Old Town Auburn and the levy of the proposed assessments and the establishment of benefit zones.**

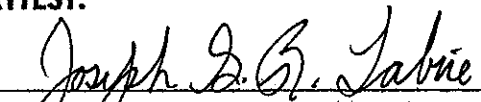
2. At the public hearing, the City Council shall hear the testimony of all interested persons for or against the establishment of the Area, the extent of the Area, or the furnishing of specified types of improvements and consider all protests as provided in Streets and Highways Code, Sections 36524 and 36525, and the proposed assessments. Written and oral protests may be made.
3. The City Clerk is directed to: (1) give notice of public hearing by causing this Resolution of Intention to be published once in a newspaper of general circulation not less than seven (7) days before the public hearing, and (2) to mail by first class mail a complete copy of this Resolution of Intention to each business owner in the Area within seven (7) days of the Council's adoption of this Resolution of Intention.
5. Resolution No. 02-50 adopted May 20, 2002 is hereby rescinded.

ADOPTED as a Resolution of the City Council for the City of Auburn at a meeting there held on the 10th day of June, 2002.

DATED: June 10, 2002

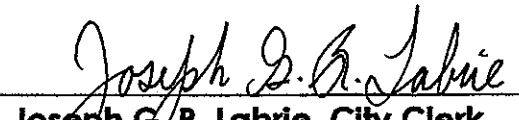

JODIE HALE, Mayor

ATTEST:


Joseph G. R. Labrie, City Clerk

I, Joseph G. R. Labrie, City Clerk of the City of Auburn, hereby certify that the foregoing resolution was duly passed at a regular meeting of the City Council of the City of Auburn held on the 10th day of June, 2002 by the following vote on roll call:

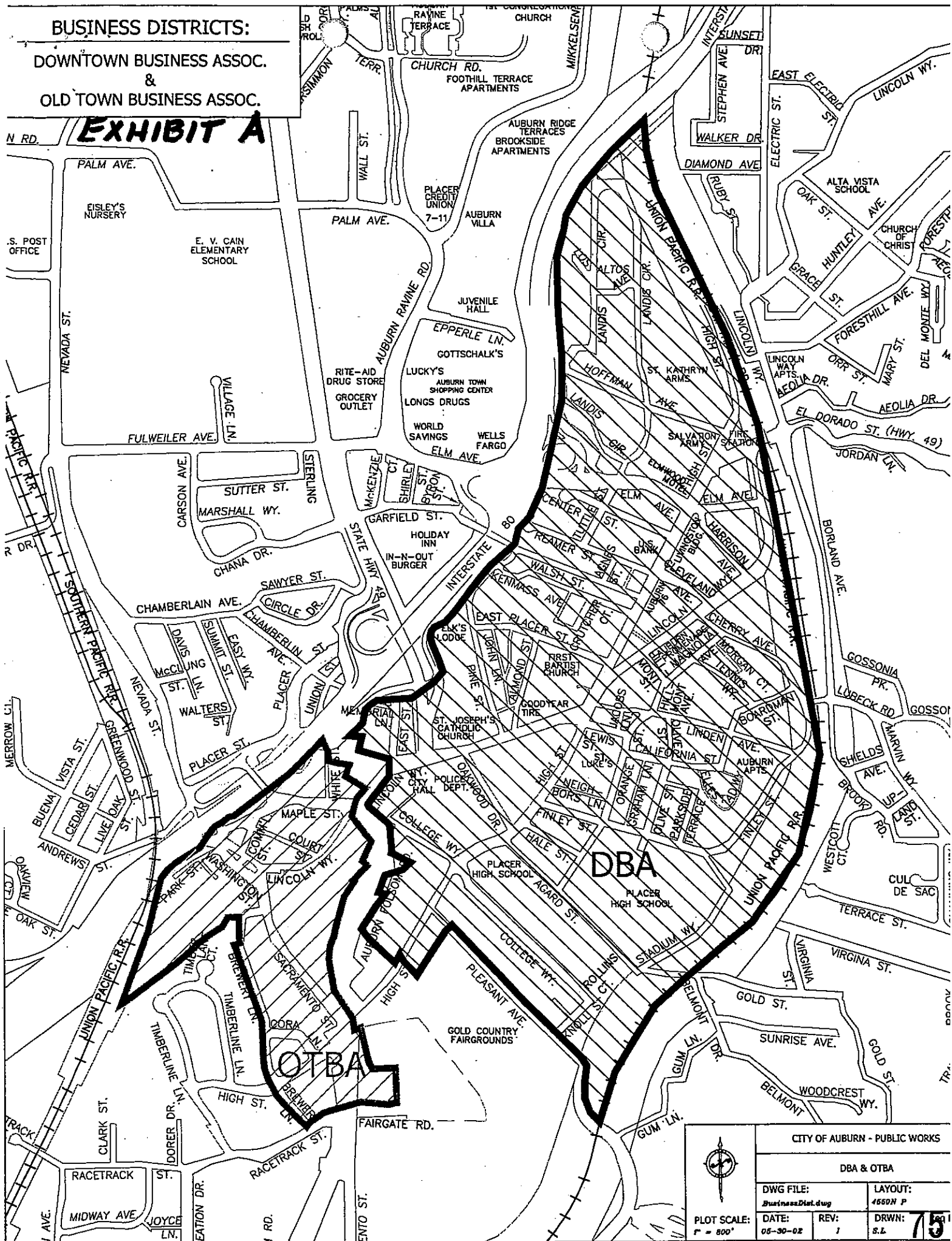
Ayes:
Noes:
Absent:


Joseph G. R. Labrie, City Clerk

BUSINESS DISTRICTS:

DOWNTOWN BUSINESS ASSOC.
&
OLD TOWN BUSINESS ASSOC.

EXHIBIT A



CITY OF AUBURN - PUBLIC WORKS

DBA & OTBA

DWG FILE: BusinessDist.dwg	LAYOUT: 4660N P
DATE: 05-30-02	REV: 1
DRWN: S.L.	75

PLOT SCALE:
1" = 800'

EXHIBIT B

Old Town Auburn Business Association

Basis of Assessment

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EXAMPLES:

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A retail operation with annual sales \$150,000 or more will be assessed \$300.

For Professional office and service business, the assessment will be \$125 for a one-owner/principal office or business and \$250 for multiple owners/principles doing business as part of the same office or service

ATTACHMENT B

REPORT I

To: Mayor & City Council

From: Robert Richardson, City Manager

Re: Old Town Auburn Business Improvement District
Annual Report of the Advisory Board
Fiscal Year 2008-09

Submitted: 04/14/2008

Date: April 8, 2008

To: Robert Richardson, City Manager

From: Old Town Auburn Business Association (OTBA)

Subject: OTBA Annual Report, Fiscal Year 2008/09

1. **Introduction.** This annual report by the OTBA of the Old Town Business Improvement District (BID) for the coming fiscal year is provided to the City of Auburn for consideration and approval. Included in this report are a work plan and a proposed budget. Funds generated by the Old Town BID are administered by the OTBA for the sole purpose of enhancing the physical and economic well-being of the Old Town district with the approval of the Auburn City Council.
2. **BID District.** The Old Town BID begins at and includes the Hill Property up to Auburn Folsom Road. The boundary continues on Auburn Folsom Road to Race Track Street, turns right on Race Track to Brewery Lane, to its end, where the boundary line then extends across and encompassed the Hill property at the end of Park Street.
3. **Proposed Program of Work of the OTBA.** The OTBA plans to continue with the progress we've made this past fiscal year. We have made significant progress financially as we are now operating in the black. We have paid off the back rent owed on the Post Office and we have funded the repainting of the I-80 directional billboard. We have also funded the redesign of the web page. We have formed committees to accomplish the goals of the organization and as such have increased the participation of the membership. The increase BID money would allow us to expand our scope of marketing and maintenance for the District.
 - 3.1 **Streetscape.** Work consists of maintaining flower barrels and planter with twice yearly overall plantings, and includes maintaining and replacing as required, plus watering two to four time a week. The yearly replacement rate roughly 15% of the 93 planters, based on historical experience. Work also includes the rebuilding/replacement of Wishing Well trash receptacles, as well as maintenance of street benches. We also plan to replace and expand the outline lighting of the buildings to include the entire district. Christmas decorations will be added and replaced as needed to include the entire district.
 - 3.2 **Public Events.** The OTBA will again sponsor and promote the retail events, festivals, and special events including, but not limited to, the Fall and Spring Street Fairs, Country Christmas, Cinch de Mayo, 4th of July children's games, auburn Wine and Food Festival and Taste of Chocolate.

3.3 General Promotion. The OTBA will continue to lease the directional billboard on I-80. Our marketing committee is working on a new business directory as well as creating a web page which is more effective and will list all members of the OTBA. The plan is to have it professionally maintained in order to keep it current. We are working towards a joint venture combining our resources with that of the Chamber, DBA and City to more effectively market Auburn as a whole.

4. Proposed OTBA Budget, Fiscal Year 2008/09

4.1 Income

Antiques & Collectables Street Fairs	\$28,000
Historic District BID, 2008/2008 (projected)	\$36,000
Miscellaneous Events, Donations	\$6,000
* Carry over from 07/08	<u>\$5,000</u>
TOTAL INCOME	\$75,000

* For this current year as of April 4, 2008 we had a balance of \$16,382.13

Projects currently on the books:

OTBA website	\$2,500
Garbage can rebuild	\$4,500
Business Directory	\$1,000
Current Obligations	\$3,832
Reserve	\$5,000

4.2 Expenses

I-80 Directional Billboard	\$4,800
Antique Street Fair	\$11,000
Streetscape Maintenance	\$14,000
Insurance	\$1,200
* *Rent	\$3,600
General Advertising/Public Events	\$30,000
Lighting of Building (estimate)	\$6,000
Christmas Decoration Replacement (estimate)	\$2,000
***Administration Expense	\$1,000
Reserve	\$5,000
TOTAL EXPENSES	\$75,000

** Preservation of historic Post Office point of interest in Old Town

*** Administrative costs associated with providing services within the program.

Over the past several years the OTBA has been operating in the red. Due to some hard decisions we are now operating in the black. We believe the increase in the BID will allow us to continue to do so as well as add much needed marketing/advertising for our district. We will also be able to improve the overall appearance of our district, making it a more desirable destination for visitors to the area.

5. Assessment.

The three categories of Business Improvement District (BID) assessment will be retail, Personal Service and Professional Service. WE are adding the Personal Service Category to our current BID schedule.

Retail Assessment is as follows: \$3.00 per \$1000.00 of sales with a minimum of \$300 (with annual sales under \$100,000) and a maximum of \$600 per year for sales volume of \$100, 000.00 to \$999,999.00 per annum. A new assessment category would be added for sales volume over \$1million of \$800.00 per year.

EXAMPLES:

Retail Operation with annual sales under \$100,000 would pay \$300.00

Retail Operation with annual sales of \$200, 000 to \$999,999 would pay \$600.00

Retail Operations with annual sales over \$1 million would pay \$800.00

Personal Service Business would include, but is not limited to, all licensed hair stylists, cosmetologists, massage therapists and manicurists who operate as independent contractors within a salon; the annual assessment will be \$125 per year.

Professional/Service with one owner or principle of a company would be assessed \$300 per year. Multiple owners or principles would be assessed \$600 per year.

6. Proposed Use of BID Funds

The assessments will be allocated for use by the Old Town Auburn Business Association (OTBA) according to a budget established and approved by the general membership. This budget will include streetscape maintenance, marketing and advertising plans, and the production of events designed to draw visitors to the area. It also includes budget items such as the Post Office rent and maintenance and contributions to the various organizations looking to raise funds.

On the immediate agenda is the redesign of our Web Page; the refurbishing of the Post Office to create a Living Museum; the repainting of our existing billboard as well as the desire to acquire a new one on Interstate 80 east bound. Our calendar of events includes

Street Fairs; Santa's Workshop and Country Christmas; Cinco de Mayo; 4th of July; Auburn Wine & Food Festival.

Streetscape projects include the exterior roof lighting of all commercial buildings within the OTBA district. We also need to repair/replace some of our wishing well trash receptacles as well as the continued maintenance of the flower barrels.

OLD TOWN AUBURN BUSINESS ASSOCIATION

The three categories of Business Improvement District (BID) assessment will be Retail, Personal Service and Professional/ Service. We are adding the Personal Service Category to our current BID schedule.

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EXAMPLES:

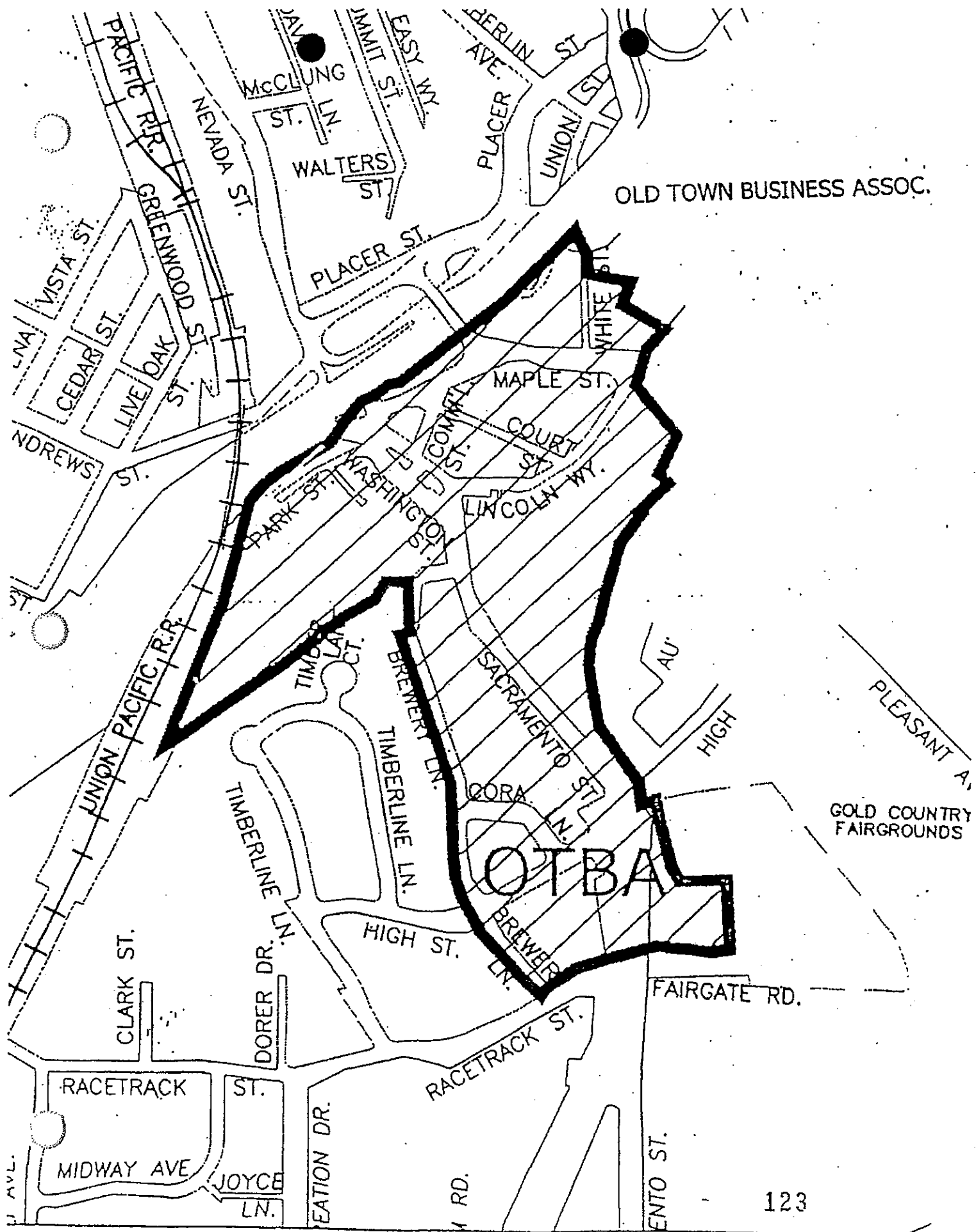
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Professional/Service with one owner or principle of a company would be assessed \$300 per year. Multiple owners or principles would be assessed \$600 per year.



1 Section 6. No changes to the boundaries of the Old Town BID or the
 2 Downtown BID are proposed. No increase in assessment rate or change in
 3 assessment methodology is proposed for the either the Old Town BID or
 4 Downtown BID, the assessment rates for the districts are as follows:

5
 6 **OLD TOWN BID:**

7
 8 Three categories of assessments

- 9 1. RETAIL – Includes but not limited to, gift shops, restaurants, antique
 10 shops.
- 11 2. PERSONAL SERVICE – Includes but not limited to, all licensed hair
 12 stylists, cosmetologists, massage therapists and manicurists who operate as
 13 independent contractors within a salon.
- 14 3. PROFESSIONAL SERVICE – Businesses with one owner or principle of a
 15 company or multiple owners or principles of a company.

16
 17 Retail Assessment is \$3.00 per \$1000 of sales with a minimum of \$300 (with
 18 annual sales under \$100,000) and a maximum of \$600.00 per year for sales
 19 of \$200,000 - \$999,999 per year. Sales volume of over \$1 million is assessed
 20 at \$800 per year.

21		
22	Personal Services Business	\$100 per year
23	Professional Services (1 owner/principal)	\$250 per year
24	Professional Service (Multiple Owners or Principles)	\$500 per year
25	Retail (annual sales under \$100,000)	\$300 per year
26	Retail (annual sales \$100,000 - \$199,000)	\$3 per \$1,000 in
27		sales
28	Retail (annual sales \$200,000 - \$999,999)	\$600 per year
	Retail (annual sales greater than \$1 Million)	\$800 per year

1 **DOWNTOWN BID:**

2

3 The Downtown Business Improvement District assessment is based upon
4 100% of the annual City of Auburn Business License Fee with a \$50 minimum
5 and a \$500 cap.

6

7 EXAMPLES:

8	\$50.00 Auburn business license - \$50.00 BID -	TOTAL =	\$100.00
9	\$27.50 Auburn business license - \$50.00 BID -	TOTAL =	\$77.50
10	\$100.00 Auburn business license - \$100.00 BID -	TOTAL =	\$200.00
11	\$600.00 Auburn business license - \$500.00 BID -	TOTAL =	\$1100.00
12	\$800.00 Auburn business license - \$500.00 BID -	TOTAL =	\$1300.00

13

14

15 Section 7. The City Clerk shall give notice of the June 8, 2009 public hearing
16 as required by law.

17

18

19

20 PASSED, APPROVED AND ADOPTED, this April 13, 2009

21

22

23

ATTEST:

24

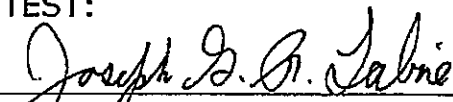
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J. M. Holmes, Mayor


Joseph G. R. Labrie, City Clerk

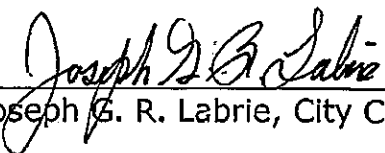
I, Joseph Labrie, City Clerk of the City of Auburn, hereby certify that the

1 foregoing resolution was duly passed at a regular meeting of the City Council
2 of the City of Auburn held on the 13th day of April 2009 by the following vote
3 on roll call:
4

5 Ayes: Nesbitt, Hanley, Kirby, Powers, Holmes

6 Noes:

7 Absent:

8 
9 _____
Joseph G. R. Labrie, City Clerk

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RESOLUTION NO. 09-51

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF AUBURN, CALIFORNIA,
DECLARING ITS INTENTION TO LEVY AND COLLECT ASSESSMENTS FOR
FISCAL YEAR 2009-10 IN CONNECTION WITH THE OLD TOWN AUBURN
BUSINESS IMPROVEMENT DISTRICT AND THE DOWNTOWN BUSINESS
IMPROVEMENT DISTRICT, AND FIXING A TIME AND PLACE FOR A HEARING ON
SUCH LEVIES.

WHEREAS, in 2002 this City Council established the Old Town Auburn
Business Improvement District (the "Old Town BID") and the Downtown
Business Improvement District (the "Downtown BID") as parking and business
improvement areas pursuant to the Parking & Business Improvement Area
Law of 1989 (Streets & Highways Code Sec. 36500 et. Seq.) (the "1989
Law"); and

WHEREAS, by prior resolution this City Council approved reports for Fiscal
Year 2009-10 with respect to the Old Town BID and the Downtown BID; and

WHEREAS, the City Council desires to levy and collect assessments in
connection with the Old Town BID and the Downtown BID for Fiscal Year
2009-10.

NOW, THEREFORE, BE IT RESOLVED THAT THE CITY COUNCIL OF THE CITY
OF AUBURN, CALIFORNIA DOES RESOLVE AS FOLLOWS:

Section 1. The City Council intends to levy and collect assessments within the
Old Town BID and the Downtown BID for Fiscal Year 2009-10.

1 Section 2. A general description of the proposed improvements and activities
2 to be funded with assessment proceeds from business in the Downtown BID
3 are those activities and improvements that benefit business in the Downtown
4 BID. A general description of the proposed improvements and activities to be
5 funded with assessment proceeds from business in the Old Town BID are
6 those activities and improvements that benefit business in the Old Town BID.
7

8 Section 3. The full name of the Old Town BID is the "Old Town Auburn
9 Business Improvement District", and the Old Town BID is generally located in
10 Old Town Auburn. The full name of the Downtown BID is the "Downtown
11 Business Improvement District" and the Downtown BID is generally located in
12 Downtown Auburn.
13

14 Section 4. Reference is made to the reports entitled "Annual Report for the
15 Old Town Auburn Business Improvement District, Fiscal Year 2009-10" and
16 the "Annual Report for the Downtown Business Improvement District, Fiscal
17 Year 2009-10", each on file in the office of the City Clerk and available for
18 public inspection, for a full and detailed description of the improvements and
19 activities to be provided for Fiscal Year 2009-10, the boundaries of the Old
20 Town BID and of the Downtown BID, and the proposed assessments to be
21 levied upon the businesses within the Old Town BID and within the Downtown
22 BID for Fiscal Year 2009-10.
23

24 Section 5. On June 8, 2009 at 6:00 p.m. in the City Council Chambers
25 located at 1225 Lincoln Way, Auburn CA 95603, the City Council will hold
26 public hearings on the proposed assessments for Fiscal Year 2009-10 for the
27 Old Town BID and for the Downtown BID. At the public hearing written and
28 oral protests may be made. The form and manner of protests must comply
with Sections 36524 and 36525 of the 1989 Law.

ATTACHMENT C

**OLD TOWN AUBURN BUSINESS
IMPROVEMENT DISTRICT**

§ 33.075 ESTABLISHMENT.

An improvement area to be known as the Old Town Auburn Business Improvement District is hereby established pursuant to the provisions of the Parking and Business Improvement Area Law of 1989, Cal. Streets and Highways Code §§ 36500 *et seq.*

(Ord. 02-03, eff. 8-7-2002)

§ 33.076 PUBLIC HEARING AND FINDINGS.

(A) (1) The City Council held all public hearings, and has made all necessary findings, concerning the formation of this improvement district as required by the Parking and Business Improvement Area Law of 1989, Cal. Streets and Highways Code §§ 36500 *et seq.* On June 10, 2002, the City Council adopted Res. 02-03, setting forth its intention to establish a Parking and Business Improvement Area for Old Town Auburn.

(2) On July 8, 2002 a public hearing was held at the regular meeting of the City Council at City Hall concerning the establishment of the area. The City Council heard and considered all protests and did not receive protests sufficient to constitute a majority. The City Council resolved to establish the Old Town Auburn Business Improvement District as set forth in the exhibit referred to herein.

(B) The City Council finds that the businesses and property within the area will be benefitted by the improvements and activities funded by the assessments to be levied.

(Ord. 02-03, eff. 8-7-2002)

§ 33.077 BOUNDARIES.

The boundaries of the Old Town Auburn Business Improvement District are hereby established

as set forth on the map following this chapter and designated as Exhibit "A."
(Ord. 02-03, eff. 8-7-2002)

§ 33.078 DEFINITIONS.

In order to distinguish between businesses within the Old Town Auburn Business Improvement District, the following category definitions shall apply for purposes of this subchapter:

RETAIL BUSINESSES. Those businesses that buy and resell goods or any business required to maintain a resale permit from the State of California Board of Equalization. Examples include, but are not limited to gift shops, art stores, antique shops, clothing stores, restaurants, bars, lodging businesses or stores.

SERVICE BUSINESSES. All other business not involved in the sale of goods or not required to maintain a resale permit from the State of California Board of Equalization. Examples include, but are not limited to professional services, attorneys, accountants, licensed health care professionals, real estate services, insurance services and the like.

(Ord. 02-03, eff. 8-7-2002)

§ 33.079 ASSESSMENT.

All businesses located within the Old Town Auburn Business Improvement District area shall pay an annual assessment to the city as follows:

(A) Retail businesses.

(1) The assessment for retail businesses shall be based on sales volume. However, notwithstanding sales volume, a minimum annual assessment of \$100 is hereby established and a maximum annual assessment of \$300 is hereby established. Annual assessments shall be determined on the basis of \$2 per \$1,000 of total taxable sales.

(2) A retail business with sales up to \$50,000 will be assessed \$100. A retail business with

sales of \$75,000 will be assessed \$150. A retail business with sales of \$100,000 will be assessed \$200. A retail business with sales of \$150,000 will be assessed \$300.

(B) *Service businesses.* For service businesses there will be an annual assessment of \$125 for a 1-owner or 1-principal office or business. The annual assessment will be \$250 for those service businesses with more than 1 owner or principal doing business as part of the same office or service.
(Ord. 02-03, eff. 8-7-2002)

§ 33.080 PURPOSES.

The purposes for which the funds raised by business improvement district assessments shall be devoted to the statutory purposes permitted under the Parking and Business Improvement Area Law of 1989, Cal. Streets and Highways Code §§ 36500 *et seq.* or 1 or more of the following purposes:

(A) Promotion of public events which benefit businesses in the area and which take place on or in public places within the area;

(B) Promotion of tourism with the area;

(C) General promotion of business activities within the area;

(D) Parking facilities; or

(E) Furnishing of any decorations in the area.
(Ord. 02-03, eff. 8-7-2002)

§ 33.081 EXCLUSIONS FROM BENEFIT ASSESSMENTS.

The assessment provisions of this section shall not be deemed or construed to apply to any business classified as exempt or otherwise exempt by virtue of the Constitution or applicable statutes of the state or United States from the payment of the assessments.
(Ord. 02-03, eff. 8-7-2002)

§ 33.082 NO NEW BUSINESS ASSESSMENT WAIVER.

Any new business established within the Old Town Auburn Business Improvement District area shall be required to pay an assessment for the billing period during which the business is initiated. A business will be considered to have been initiated on the date of issuance of a business license. The city agrees to supply the Old Town Auburn Business Association, with timely information regarding new businesses initiated within the Old Town Auburn Business Improvement District.
(Ord. 02-03, eff. 8-7-2002)

§ 33.083 COLLECTION OF BENEFIT ASSESSMENT.

(A) The assessment authorized pursuant to this subchapter shall be billed and collected annually at the same time as the business license fee for the same period.

(B) The city shall bill and collect the assessment at no charge to the Old Town Business Improvement District. The city shall forward all of the funds collected to the Old Town Auburn Business District. Late payment, penalties may be applied to businesses that do not make required assessment payments on the date provided for herein at a rate of 1.5% per month.
(Ord. 02-03, eff. 8-7-2002)

§ 33.084 VOLUNTARY CONTRIBUTIONS.

Contributions to the Old Town Auburn Business Improvement District shall be permitted on a voluntary basis. The boundary of the Old Town Auburn Business Improvement District shall not be modified as a result of the contribution, nor shall such contributing businesses or persons be considered a member of the area for voting or other purposes. However, such businesses making a voluntary contribution may be entitled to participate in the programs of the Old Town Auburn Business Improvement District upon a finding by the City

Council that the Old Town Auburn Business Improvement District area derives a benefit from the business' participation in the program.
(Ord. 02-03, eff. 8-7-2002)

§ 33.085 ANNUAL BUDGET PROCESS.

Pursuant to the Parking and Business Improvement Act of 1989, the designated advisory board shall present an annual report to the City Council for review and approval prior to the beginning of any fiscal year. The purpose of this process is to comply with provisions of the Act regarding public hearing prior to levying the assessment for the following fiscal year. The city shall adopt, modify or otherwise amend the report in accordance with the provisions of the Parking and Business Improvement District Law of 1989, Cal. Streets and Highways Code §§ 36500 *et seq.*
(Ord. 02-03, eff. 8-7-2002)

DOWNTOWN BUSINESS IMPROVEMENT DISTRICT

§ 33.095 ESTABLISHMENT.

An improvement area to be known as the Downtown Business Improvement District is hereby established pursuant to the provisions of the Parking and Business Improvement Area Law of 1989, Cal. Streets and Highways Code §§ 36500 *et seq.*
(Ord. 02-03, eff. 8-7-2002)

§ 33.096 PUBLIC HEARING AND FINDINGS.

The City Council held all public hearings and has made all necessary findings concerning the formation of this improvement district as required by the Parking and Business Improvement Area Law of 1989, Cal. Streets and Highways Code §§ 36500 *et seq.* On June 10, 2002 the City Council adopted Res. 02-03, setting forth its intention to establish a Parking and Business

Improvement Area for Downtown Auburn. On July 8, 2002 a public hearing was held at the regular meeting of the City Council at City Hall concerning the establishment of the area. The City Council heard and considered all protests and did not receive protests sufficient to constitute a majority. The City Council resolved to establish the Downtown Business Improvement District as set forth in the exhibit referred to herein. The City Council finds that the businesses and property within the area will be benefitted by the improvements and activities funded by the assessments to be levied.
(Ord. 02-03, eff. 8-7-2002)

§ 33.097 BOUNDARIES.

The boundaries of the Downtown Business Improvement District are hereby established as set forth on the map following this chapter.
(Ord. 02-03, eff. 8-7-2002)

§ 33.098 ASSESSMENT.

All businesses located within the Downtown Business Improvement District area shall pay an annual business improvement district assessment equal to its annual business license fee. However, a minimum assessment of \$50 is hereby established so that a business with an annual business license fee of less than \$50 will pay this minimum assessment amount. A maximum assessment of \$500 is hereby established so that a business with an annual business license fee of more than \$500 will only pay this maximum assessment amount.
(Ord. 02-03, eff. 8-7-2002)

§ 33.099 PURPOSES.

The purposes for which the funds raised by business improvement district assessments shall be devoted to the statutory purposes permitted under the Parking and Business Improvement Area Law of 1989, Cal. Streets and Highways Code §§ 36500 *et seq.* or 1 or more of the following purposes:

(A) Promotion of public events which benefit businesses in the area and which take place on or in public places within the area;

(B) Promotion of tourism with the area;

(C) General promotion of business activities within the area;

(D) Parking facilities; or

(E) Furnishing of any decorations in the area.
(Ord. 02-03, eff. 8-7-2002)

§ 33.100 EXCLUSIONS FROM BENEFIT ASSESSMENTS.

The assessment provisions of this section shall not be deemed or construed to apply to any business classified as exempt or otherwise exempt by virtue of the Constitution or applicable statutes of the state or United States from the payment of the assessments.
(Ord. 02-03, eff. 8-7-2002)

§ 33.101 NO NEW BUSINESS ASSESSMENT WAIVER.

Any new business established within the Downtown Business Improvement District area shall be required to pay an assessment for the billing period during which the business is initiated. A business will be considered to have been initiated on the date of issuance of a business license. The city agrees to supply the Downtown Business Association, with timely information regarding new businesses initiated within the Downtown Business Improvement District.
(Ord. 02-03, eff. 8-7-2002)

§ 33.102 COLLECTION OF BENEFIT ASSESSMENT.

(A) The assessment authorized pursuant to this subchapter shall be billed and collected annually at the same time as the business license fee for the same period.

(B) The city shall bill and collect the assessment at no charge to the Downtown Business Improvement District. The city shall forward all of the funds collected to the Downtown Business District. Late payment penalties may be applied to businesses that do not make required assessment payments on the date provided for herein at a rate of 1.5% per month.
(Ord. 02-03, eff. 8-7-2002)

§ 33.103 VOLUNTARY CONTRIBUTIONS.

Contributions to the Downtown Business Improvement District shall be permitted on a voluntary basis. The boundary of the Downtown Business Improvement District shall not be modified as a result of the contribution, nor shall such contributing businesses or persons be considered a member of the area for voting or other purposes. However, the businesses making a voluntary contribution may be entitled to participate in the programs of the Downtown Business Improvement District upon a finding by the City Council that the Downtown Business Improvement District area derives a benefit from the business' participation in the program.
(Ord. 02-03, eff. 8-7-2002)

§ 33.104 ANNUAL BUDGET PROCESS.

(A) Pursuant to the Parking and Business Improvement Act of 1989, the designated advisory board shall present an annual report to the City Council for review and approval prior to the beginning of any fiscal year.

(B) The purpose of this process is to comply with provisions of the Act regarding public hearing prior to levying the assessment for the following fiscal year.

(C) The city shall adopt, modify or otherwise amend the report in accordance with the provisions of the Parking and Business Improvement District Law of 1989, Cal. Streets and Highways Code §§ 36500 *et seq.*
(Ord. 02-03, eff. 8-7-2002)

California, postage prepaid, addressed to the person so assessed at his or her last known address. The person may, within 15 days after the mailing or serving of the notice, make an application in writing to the Collector for a hearing on the amount of the license tax. If such an application is made, the Collector shall cause the matter to be set for a hearing before the Council within 15 days. The Collector shall give at least 10 days' notice to the person of the time and place of the hearing in the manner set forth in this section for serving notices of assessment. The Council shall consider all evidence produced and shall make findings thereon, which shall be final. A notice of the findings shall be served upon the applicant in the manner set forth in this section for serving notices of assessment.

(1973 Code, § 3-1.117)

(E) In addition to all other power conferred upon him or her, the Collector shall have the power, for good cause shown, to extend the time for filing any required sworn statement or application for a period not exceeding 30 days and in such case to waive any penalty which would otherwise have accrued, except that 6% simple interest shall be added to any tax determined to be payable.

(1973 Code, § 3-1.118)

(Ord. 611, eff. - -)

§ 33.006 APPEALS.

(A) *Filing.* Any person aggrieved by any decision of the Collector with respect to the issuance or refusal to issue a license required by the provisions of this chapter may appeal to the Council by filing a notice of appeal with the Clerk of the Council.

(B) *Hearings; time and place.* The Council shall thereupon fix a time and place for hearing the appeal.

(C) *Hearings; notices.* The Clerk of the Council shall give notice to the person of the time and place of the hearing by serving the notice personally or by depositing it in the United States Post Office at Auburn, California, postage prepaid, addressed to the person at his or her last known address.

(D) *Hearings; determinations.* The Council shall have the authority to determine all questions raised on the appeal. No such determination shall conflict with any substantive provision of this chapter.

(1973 Code, § 3-1.119) (Ord. 611, eff. - -)

§ 33.007 LICENSE TAXES.

(A) (1) Unless otherwise specifically provided, all annual license taxes required by the provisions of this chapter shall be due and payable in advance on July 1 of each year; provided, however, license taxes for new operations commenced after July 1 may be prorated for the balance of the license period but not for less than $\frac{1}{2}$ the full license fee. Licenses, other than for an annual period, shall not be prorated.

(2) Except as otherwise provided in this section, license taxes, other than annual, shall be due and payable as follows:

(a) Semi-annual license taxes measured by gross receipts, on January 1 and July 1 of each year;

(b) Quarterly license taxes measured by gross receipts, on January 1, April 1, July 1 and October 1 of each year;

(c) Monthly license taxes measured by gross receipts, on the first day of each and every month;

(d) Weekly flat-rate license taxes, on Monday of each week in advance;

(e) Daily flat-rate license taxes, each day in advance; and

(f) Other flat-rate license taxes shall be payable in advance on the first day of business and thereafter on the first day of any applicable period. (1973 Code, § 3-1.120)

(B) For failure to pay a license tax when due, the Collector shall add a penalty of 10% of the license

tax on the last day of each month after the due date thereof; provided, however, the amount of the penalty to be added shall in no event exceed 50% of the amount of the license tax due. (1973 Code, § 3-1.121)

(C) (1) No license, sticker, tag, plate or symbol shall be issued, nor 1 which has been suspended or revoked shall be reinstated or reissued, to any person who, at the time of applying therefor, is indebted to the city for any delinquent license taxes unless the person, with the consent of the Collector, enters into a written agreement with the city, through the Collector, to pay the delinquent taxes, plus 6% simple annual interest upon the unpaid balance, in monthly installments, or oftener, extending over a period of not to exceed 1 year.

(2) In any agreement so entered into, the person shall acknowledge the obligation owed to the city and agree that, in the event of any failure to make the timely payment of any installment, the whole amount unpaid shall become immediately due and payable and that his or her current license shall be revocable by the Collector upon 30 days' notice. In the event legal action is brought by the city to enforce the collection of any amount included in the agreement, the person shall pay all the costs of the suit incurred by the city or its assignee, including a reasonable attorney's fee. The execution of such an agreement shall not prevent the prior accrual of penalties on unpaid balances at the rate of 6% simple annual interest upon the unpaid balance, but no penalties shall accrue on account of the taxes included in the agreement, after the execution of the agreement, and the payment of the first installment and during such time as such person shall not be in breach of the agreement.

(1973 Code, § 3-1.122)

(D) The amount of any license tax and penalty imposed by the provisions of this chapter shall be deemed a debt to the city. An action may be commenced in the name of the city in any court of competent jurisdiction for the amount of any delinquent license tax and penalty.

(1973 Code, § 3-1.123)

(E) Persons required to pay a license tax for transacting and carrying on any business pursuant to the provisions of this chapter shall not be relieved from the payment of any license tax for the privilege of doing the business required by any other law of the city, and such person shall remain subject to the regulatory provisions of such other laws. (1973 Code, § 3-1.124)

(F) No refund of an overpayment of the taxes imposed by this chapter shall be allowed in whole or in part, unless a claim for a refund is filed with the Collector within a period of 3 years from the last day of the calendar month following the period for which the overpayment was made, and all such claims for a refund of the amount of the overpayment shall be filed with the Collector on forms furnished by him or her and in the manner prescribed by him or her. Upon the filing of such a claim, and when he or she determines that an overpayment has been made, the Collector may refund the amount overpaid.

(1973 Code, § 3-1.125)

(Ord. 611, eff. -)

§ 33.008 REVENUE MEASURE.

The provisions of this chapter are enacted solely to raise revenue for municipal purposes and are not intended for regulation.

(1973 Code, § 3-1.126) (Ord. 611, eff. -)

§ 33.009 EFFECT ON PAST ACTIONS AND OBLIGATIONS.

(A) Neither the adoption of this chapter nor its superseding of any portion of any other law of the city shall in any manner be construed to affect any prosecution for the violation of any other law committed prior to July 1, 1971, nor be construed as a waiver of any license or any penal provision applicable to any such violation, nor be construed to affect the validity of any bond or cash deposit required by any law to be posted, filed or deposited, and all rights and obligations thereunto appertaining shall continue in full force and effect.

ATTACHMENT D

BYLAWS OF THE OLD TOWN AUBURN BUSINESS ASSOCIATION

ARTICLE 1. OFFICES.

Section 1. Principal Office

The principal office of the corporation for the transaction of its business is located in the City of Auburn, County of Placer, State of California.

Section 2. Change of Address

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The principal office of the corporation shall be the home address of the serving President.

(MAILING ADDRESS: P.O. Box 9145, Auburn, CA 95604-9145)

Section 3. Other Offices

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 2. OBJECTIVES AND PURPOSES.

The primary objectives and purposes of this corporation shall be to initiate, sponsor, promote and carry out any plans, policies and activities which will promote the preservation and improvement of Old Town Auburn, promote the common business interests of the members and to engage in all lawful activities and operations usually and normally engaged in by business associations.

ARTICLE 3. MEMBERS.

Section 1. Determination and Rights of Members

The corporation shall have only two classes of members:

(a) Persons who own commercial property, or who are engaged in business in the Old Town Auburn area as delineated on the official City of Auburn map, as such map from time to time is amended, who are current with their city assessed dues, and hold a valid business license.

(b) Honorary Members: Any person who is designated by a vote of the membership to be an "Honorary Member," and shall not be required to pay dues nor shall they have voting privileges, but shall have the right to attend and voice their opinions at meetings of the membership and board of directors.

No person or business shall hold more than one membership in the corporation. Except as

expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation. All memberships shall have the same rights, privileges, restrictions and conditions.

Section 2. Admission of Members

All persons who qualify for membership in accord with the terms and conditions of Article 3, Section 1, are admitted as members.

Section 3. Fees, Dues and Assessments

(a) There shall be no annual dues payable to the corporation by members so long as the assessment for the Old Town business improvement district is paid by the City of Auburn, to the corporation as managing agency for distribution thereof. Should such payments be suspended or ended for any reason, the amount and schedule for payment of dues will be re-determined at that time by the membership.

Section 4. Numbers of Members

There is no limit on the numbers of members the corporation may admit.

Section 5. Membership Roster

(a) The corporation shall keep a membership roster containing the name and address of each member. Termination of membership of any member shall be recorded in the roster, together with the date of termination of such membership. Such roster shall be kept at the corporation's principal office and shall be available for inspection by any director or officer of the corporation upon request.

(b) The roster of names and address of the membership shall constitute the membership list of the corporation and shall not be used, in whole or in part, by any other person or entity, for any purpose not reasonably related to the corporation's interest.

Section 6. Non-liability of Members

A member of this corporation is not, as such, personally liable for the debts, liabilities or obligations of the corporation.

Section 7. Non-transferability of Membership

No member may transfer a membership or any right arising therefrom. All rights of membership shall cease upon the sale or dissolution of the member's business.

Section 8. Termination of Membership

Grounds for Termination: The membership of a member shall terminate upon the occurrence of any of the following events:

- (1) Upon his or her notice of such termination delivered to the President or Secretary of

the corporation personally or by mail, such membership to terminate upon the date of personal delivery of the notice or date of deposit of the notice in the mail.

(2) Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.

(3) Dissolution of the business of the member.

ARTICLE 4. MEETINGS OF MEMBERS.

Section 1. Place of Meetings of Membership

Meetings of the membership shall be held at the principal office of the corporation, or at such other place or places within the State of California as may be designated from time to time by the Board of Directors or by the President.

Section 2. Annual Meeting

The membership shall meet annually in December of each year, at a place and time to be designated, for the purpose of electing directors and officers and transacting other business as may come before the membership as specified in the notice of meeting.

Section 3. Regular Meetings

(a) Regular meetings of the members shall be held weekly at a place and time designated by the President. An agenda of the meeting will be made available in advance of the meeting to all members and shall act as notice of the meeting.

(b) If the day fixed for the annual meeting or other regular meetings falls on a legal holiday, such meeting shall be held at the discretion of the President of the Board.

Section 4. Special Meetings of Members

Persons who may call special meetings: Special meetings of the members shall be called by the Board of Directors, or by the President. In addition, special meetings of the members for any lawful purpose may be called by members with a document signed by five percent (5%) or more of the membership. Such document must be submitted to the President one week prior to the next regular meeting and must contain the item or items to be discussed.

Section 5. Notice of Meetings

(a) Manner of Giving Notice. Notice of meetings shall be given either personally or by mail or by other means of written communication in the form of an agenda.

(b) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting.

(1) In the case of a special meeting, the specific nature of the business to be transacted.

(2) In the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Any proper matter may be presented at a regular meeting for consideration however action will be deferred until a future meeting with notice of the action given in the agenda for that meeting.

(c) Notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees for the Board of Directors.

(d) Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail to the President, Vice President or Secretary of the corporation. The office receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date, time and place for such meeting shall be fixed by the Board.

Section 6. Quorum for Meetings

(a) A quorum shall consist of seven (7) or more of the voting members of the corporation, including four (4) or more board members, present at that meeting and must include the President or his designated alternate.

(b) The board members and regular members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to the withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

(c) In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of the majority represented in person at the meeting, but no other business shall be transacted at such meeting.

Section 7. Voting Rights

(a) Each member is entitled to one vote for each business or property owner on each matter submitted to a vote by the members. Voting at duly held meetings shall be by a hand count vote. Election of Directors, and other matters shall be at the discretion of the President, by ballot or hand count. A business/property owner if the same shall have but one vote.

(b) Notwithstanding the provisions of subpart (a), of this Section, written ballots shall be mailed to each member business or property owner on any matter involving the amendment, revision or revocation of the bylaws or articles of incorporation of the association. Such written ballots shall be sent to each member and shall include a self-addressed and stamped return envelope, with provisions for the member to sign on the back of the return envelope. No written ballot shall be valid or counted unless the back of the return envelope is signed by the member. In addition to those matters set forth above, written ballots shall be allowed on any other issue provided that the members vote to take a vote by written ballots at a regularly held meeting in accordance with the requirements of subpart (a), above. All written ballots must be received in the mail box of the association no later than the day before the date of the regular meeting which is set for the counting of such ballots.

Section 8. Conduct of Meetings

(a) Meetings of members shall be presided over by the President of the corporation or, in his absence, by the Vice President of the corporation, or in his absence, the Second Vice President in the absence of all these persons, by a Chairperson chosen by a majority of the voting members at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officers shall appoint another person to act as Secretary of the Meeting.

(b) Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws or with the Articles of Incorporation of this Corporation, or with any provisions of law.

Section 9. Reasonable Nomination and Election Procedures

This corporation shall make available to members reasonable nomination and election procedures with respect to the election of directors by members. Such procedures shall include:

(a) A reasonable means of nominating persons for election as directors and officers.

(b) A reasonable opportunity for a nominee to communicate to the members of the nominee's qualifications and the reasons for the nominee's candidacy.

(c) A reasonable opportunity for all nominees to solicit votes.

(d) A reasonable opportunity for all members to choose among the nominees.

(e) Each voting member shall cast one vote for each of the officers and directors position, with voting being by ballot only.

(f) The candidates receiving the highest number of votes shall be elected.

ARTICLE 5. BOARD OF DIRECTORS.

Section 1. Number

The corporation shall have seven directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

Section 2. Powers

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this

corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 3. Duties

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Review issues and make recommendations to the membership for action;
- (e) Meet at such times and places as required by these Bylaws;
- (f) Register their addresses with the Secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notice thereof.

Section 4. Terms of Office

Each director shall hold office until the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies.

Section 5. Compensation

Directors shall serve without compensation.

Section 6. Place of Board Meetings

Meetings shall be held at the place designated by the President of the corporation unless otherwise provided by the Board or at such place within the State of California which has been designated from time to time by resolution of the Board of Directors.

Section 7. Regular Board Meetings

Regular meetings of Directors shall be held Monthly at a time and place designated by the President and notification made in the notice of meeting agenda.

Section 8. Special Board Meetings

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, or by any two directors, and such meetings shall be held at the time and place, within the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

Section 9. Notice of Board Meetings

Special meetings of the board shall be held upon reasonable notice delivered personally or by telephone.

Section 10. Quorum for Board Meetings

(a) A quorum shall consist of four Directors.

(b) Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next meeting of the board.

(c) When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken.

(d) The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or Articles of Incorporation or Bylaws of this corporation.

Section 11. Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to the appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), which requires a greater percentage or different voting rules for approval by the board.

Section 12. Conduct of Meetings

(a) Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his absence, by the Vice President of the corporation, or in the absence the Second Vice President or in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

(b) Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws or with the Articles of Incorporation of this Corporation, or with any provisions of law.

Section 13. Action by Unanimous Written Consent Without Meeting

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if a majority of members of the board shall individually or collectively consent in writing to such action.

Section 14. Vacancies

(a) Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

(b) The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

(c) Directors may be removed by a majority vote of all members.

(d) Any board director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

(e) Members of this corporation may elect, at a special election, a director to fill any vacancy.

(f) A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

Section 15. Non-Liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other indebtedness of the corporation.

Section 16. Indemnification by Corporation of Directors, Officers, Employees and Other Agents

(a) To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

(b) If such person either settles any such claim or sustains a judgment against him or her, then indemnification against such expenses judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the Bylaws of the Old Town Auburn Business Association

Section 17. Insurance for Corporate Agents

The corporation shall maintain insurance for and on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law, as amended from time to time.

ARTICLE 6. OFFICERS.

Section 1. Number of Officers

The officers of the corporation shall be a President, a First Vice President, a Second Vice President; a Secretary, and a Financial Officer who shall be designated the Treasurer. Any number of offices may be held by the same person, except that neither the Secretary nor Treasurer may serve as the President or Chairperson of the Board.

Section 2. Qualification, Election, and Term of Office

Any member may serve as officer of the corporation. Officers shall be elected by the membership at the annual meeting. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected.

Section 3. Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors or the members, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be temporarily filled by the Board of Directors until such time as the membership shall fill the vacancy.

Section 5. Duties of President

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such

other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the members and Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors or the membership.

Section 6. Duties of First Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 7. Duties of Second Vice President

The duties of the second Vice President shall perform the duties of the President only in the absence of the President and the first Vice President.

Section 8. Duties of Secretary

The Secretary shall:

(1) Certify and keep at the principle office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.

(2) Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors and membership, and if applicable, meetings of committees of directors and of members, recording therein the time, members present and place of holding, whether regular or special meeting, how called, how notice was given, the names of those present or represented at the meeting, and the proceedings thereof.

(3) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(4) Be custodian of the records.

(5) Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

(6) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the directors and membership meetings of the corporation.

(7) In general, perform all duties incident to the office of Secretary and such other duties as

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may be required by law, by the Articles of Incorporation, or by these Bylaws, or as may be assigned to him or her from time to time by the Board of Directors.

Section 9. Duties of Treasurer

(1) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

(2) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

(3) Disburse, or cause to be disbursed, the funds of the corporation as he or she may be directed by the membership, taking proper vouchers for such disbursements.

(4) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(5) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

(6) Render to the President, Board, or members, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

(7) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

(8) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE 7. COMMITTEES

Section 1. Committees

The corporation shall have such committees as may from time to time be designated by the officers and membership. Such committees may consist of persons who are not also members of the corporation. These additional committees shall report to the President, Board and general membership.

Section 2. Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members, except that the time for meetings of committees may be fixed by the committee. The time for

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special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 8. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments

Members except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of the and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation shall be signed by any two officers of the corporation whose names are recorded on the appropriate banking account.

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE 9. CORPORATE RECORDS, REPORTS

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office in the State of California:

(a) Minutes of all meetings of directors, and all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its members, indicating their names and addresses and the class of membership held by each member and the termination date of any membership;

(d) A copy of the corporations Articles of Incorporation and Bylaws amended to date, which shall be open to inspection by the members of the corporation at all reasonable times.

Section 2. Director's Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

Section 3. Member's Inspection Rights

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect the record of all members, names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the Secretary of the corporation, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of officers and directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of the demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Section 4. Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by any agent or attorney and the right to inspection includes the right to copy and make extracts.

Section 5. Annual Report

The board shall cause an annual written report to be furnished to the directors and an oral report presented to the membership not later than one hundred and twenty (120) days after the close of the corporation's fiscal year. Any member may request a written copy. The report shall contain the following information in appropriate detail:

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular

purposes, for the fiscal year;

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;

The annual report shall be accompanied by the certification of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

ARTICLE 10. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on July 1st and end on June 30th in each year.

ARTICLE 11. AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws may be altered, amended, or repealed and new Bylaws adopted as follows:

(a) By approval of the members of this corporation.

ARTICLE 12. AMENDMENT OF ARTICLES OF INCORPORATION

(a) Amendments of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this corporation.

(b) Notwithstanding the above Sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by Domestic No-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 13. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all the present Directors of the OLD TOWN AUBURN BUSINESS ASSOCIATION, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of -18- pages, as the amended Bylaws of this corporation.

These Bylaws amend the Previous Bylaws as follows:

Original Bylaws	Mar. 7, 1978
Amended Bylaws	Nov. 29, 1983
Amended Bylaws :	Dec. 12, 1985
Amended Bylaws :	Dec. 30, 1993
Amended Bylaws :	March 11, 1999
Amended Bylaws :	

, President

, First Vice President

, Second Vice President

, Secretary

, At Large Director

, At Large Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly accepted by the Board of Directors and Membership of said corporation on the date set forth below.

Dated: September , 2002, by _____, Secretary

MEMBERSHIP ATTENDANCE UPON VOTING TO ADOPT THESE AMENDED BYLAWS:

_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

VOTE OF MEMBERSHIP - YES ___ NO ___ ABSTAIN

, Secretary

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